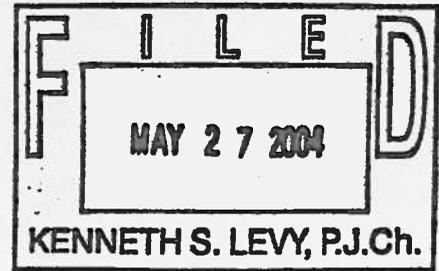


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PETER C. HARVEY,
Attorney General of New Jersey and
FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

GLOBAL TRADING INVESTMENT, LLC,
a New Jersey Limited Liability Company;
WYNDAM GROUP, L.P.,
a New Jersey Limited Partnership;
BRIAN D. WINTERS, individually, and as
President of Global Trading Investments;
LLC;
NICOLE KEARNEY, individually, and general
partner of Wyndam Group, L.P.;
LAURA ZEMSKY, individually, and as a general
partner of Wyndam Group, L.P.;
EXCALIBUR TRUST;
JEFFREY WINTERS, individually, and as
Trustee of the Excalibur Trust, and
Partner/President of Wyndam Group, L.P.;
EGIDIO ENEA, individually;
MICHAEL MALLEY, individually;

: SUPERIOR COURT OF NEW JERSEY
: CHANCERY DIVISION, ESSEX COUNTY
: DOCKET NO. C-90-04

: CIVIL ACTION

: **CONSENT ORDER FOR**
: **INJUNCTION AND APPOINTMENT**
: **OF A RECEIVER AS TO DEFENDANT**
: **LAURA ZEMSKY**

JAY MALHADO, individually; :
 JOAN POTTS, individually; :
 ROBERT BARANYI, individually; :
 MICHAEL F. PRITCHARD, individually; :
 MATTHEW A. RYER, individually; and :
 ERNESTO OLIVEIRA, individually, :
 :
 Defendants. :
 _____ :

This matter having been presented to the Court on the application of Peter Harvey, Attorney General of New Jersey, Franklin L. Widmann, Chief of the New Jersey Bureau of Securities and the New Jersey Bureau of Securities ("NJBOS"), (Isabella Trifilio and David M. Puteska Deputy Attorneys General, appearing), pursuant to N.J.S.A. 49:3-69(a), R. 4:52-1 and R. 4:67 by Order to Show Cause, and on the March 17, 2004 Order which granted temporary restraints, among other things, provided for the freezing of the assets of certain defendants, and the Court having read the Verified Complaint, Brief and supporting Certification in Support of Application for Preliminary Injunctive and Ancillary Relief, and upon the consent of defendant Laura Zemsky, through her counsel, and for good cause shown,

IT IS on this 27th day of May, 2004, **ORDERED AND AGREED** as follows:

1. Defendant Laura Zemsky is preliminarily enjoined from future violations of the New Jersey Uniform Securities Law, N.J.S.A. 49:3-17 et seq.;
2. Laura Zemsky individually and by or through any corporation, business entity, agent, employee, partner, officer, director, shareholder, successor or any other person under her control or direction is permanently enjoined from any further violations of N.J.S.A. 49:3-52,54,56, and 60;
3. Laura Zemsky, individually and by or through any corporation, business entity, agent, employee, partner, officer, director, shareholder, successor or any other person under her

control or direction is permanently enjoined from offering to purchase, purchasing, offering for sale or selling, distributing, promoting, advertising, soliciting, or issuing securities or engaging in any securities related activity from or within the State of New Jersey;

4. Laura Zemsky, individually and by or through any corporation, business entity, agent, employee, partner, officer, director, shareholder, successor or any other person under her control or direction is permanently enjoined from acting as: an Agent as defined in N.J.S.A. 49:3-49(b); a Broker-Dealer as defined in N.J.S.A. 49:3-49(c); an Investment Advisor as defined in N.J.S.A. 49:3-49(g); an Issuer as defined by N.J.S.A. 49:3-49(h); and from controlling or associating in any capacity with a Broker-Dealer, Investment Advisor, or Issuer, in or from the State of New Jersey;

5. Laura Zemsky shall disgorge and transfer and turn over to the Receiver, appointed pursuant to below, all monies and profits derived by means of any illegal act and such property real or personal with which such monies or profits have been commingled, if it cannot be identified in kind because of such commingling;

6. Defendant Laura Zemsky consents and agrees to the appointment of DAVID SAMSON, ESQ. of Wolff & Samson, P.C., The Offices at Crystal Lake, One Boland Drive, West Orange, New Jersey 07052 to serve as a Receiver pursuant to N.J.S.A. 49:3-69, to serve without bond, who shall:

- (a) immediately take custody and control and title to all of the assets of defendant Laura Zemsky including, but not limited to all account holdings and interests in all banks, brokerage, and trading accounts and/or any other financial institution, all interests held in all real and personal property, including, but not limited to, 2004 Honda Accord EXV6, Vehicle Identification Number

1HGCM82674A013282, and undertake all actions reasonably necessary or appropriate to maintain the value of these assets, including for example the liquidation of any such assets;

- (b) review all books and records of and pertaining to defendant Laura Zemsky and report to the Court within 90 days of this Order on: (a) the identities of all investors and creditors of said defendants, past and present, and the status of their accounts; (b) the financial condition of said defendants, their successors, subsidiaries and affiliates; and (c) a preliminary plan to distribute the assets of said defendant to investors and creditors;
- (c) within 7 days of receiving documentation of Laura Zemsky's living expenses, the Receiver shall determine a reasonable living expense allowance for defendant Laura Zemsky, including provision for the allowance for payment of reasonable legal fees and costs in connection with pending litigation, and authorize the payment of same from those assets which were otherwise frozen pursuant to this Consent Order; thereafter, this determination shall be subject to review and re-evaluation by the Receiver should her living expenses require modification;
- (d) determine the necessity of retaining professionals including, but not limited to, accountants and attorneys, to assist the Receiver in fulfilling the responsibilities as ordered by the Court, and upon making a determination of necessity make application to the Court for an order permitting the retention of such professionals by the Receiver;
- (e) be held harmless from and against any and all liabilities, including costs and expenses of defending claims, for which the Receiver may become liable or incur

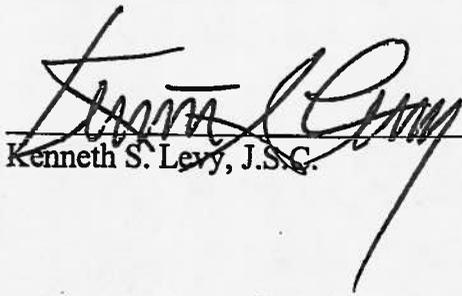
by reason of any act or omission to act in the course of performing the Receiver's duties, except upon a finding by this Court of gross negligence or willful failure of the Receiver to comply with the terms of this or any other order of this Court, regardless of the time when such claims are filed;

- (f) be compensated in such reasonable amounts to be determined upon application to the Court, out of the assets of Laura Zemsky, their successors, subsidiaries and affiliates, and such other assets as may be brought under the control of the Receiver in this matter;
- (g) be permitted to resign upon giving written notice to the Court and plaintiffs of the Receiver's intention to resign, which resignation shall not become effective until appointment by the Court of a successor who shall be subject to plaintiffs' approval;
- (h) have the full powers to perform the duties of a Receiver, including the powers pursuant to N.J.S.A. 49:3-69 (c) and (d) and pursuant to Title 14 of the New Jersey Statutes, Corporation, General and those powers set forth at N.J.S.A. 14A:14-1 et seq. as applicable; and
- (i) at any time be removed by the Court for cause and replaced by a successor with the approval of the Attorney General.

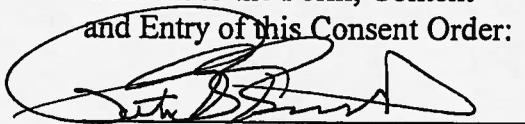
7. Defendant Laura Zemsky shall, within five (5) business days from the date of filing of this order, turn over to the Receiver, at her sole cost and expense, any and all books, records, and documents including those in electronic format, that relate in any way to the business and affairs of the defendants.

8. Defendant Laura Zemsky shall file an answer or other responsive pleading as required by R. 4:5-1, et seq., or motion, if any, supported by answering affidavit(s) or certification(s) and brief within 45 days from the date of filing of this consent order.

9. Plaintiffs shall be afforded such additional relief as the court may deem just and equitable.


Kenneth S. Levy, J.S.C.

Consent to the Form, Content
and Entry of this Consent Order:



Dated: 4-12-04

Peter B. Bennett, Esq.
Giordano Halleran & Ciesla, P.C.
Attorney for Defendant Laura Zemsky
(LIMITED APPEARANCE ON
CONSENT ORDER)

PETER C. HARVEY
ATTORNEY GENERAL OF NEW JERSEY

By: 
Isabella Trifilio
Deputy Attorney General

Dated: 4/16/04